

EXHIBIT C

To Quarterly Application

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et. al.</i> ,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Objection Deadline: August 30, 2012 @ 4:00 p.m.
)	Hearing Date: Only if Objection is Timely Filed

**TWENTY-EIGHTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	June 1, 2012, through June 30, 2012
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 2,486.25
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% ¹) sought as actual, reasonable and necessary:	CDN \$ 323.21

This Applicant's Twenty-Eighth Monthly Application.

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¹ On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75 Reduction -\$708.50	\$ 10,399.55	\$ 78,943.00 \$ 19,027.25	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 – April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20 \$ 2,953.05	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 – May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00 \$ 4,244.25	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 – June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00 \$ 4,701.50	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 – July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00 \$ 3,446.50	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 – August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00 \$ 2,132.75	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 – September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00 \$ 1,166.75	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00 \$ 1,368.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00 \$ 1,006.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00 \$ 2,295.75	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00 \$ 4,415.25	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00 \$ 2,639.25	\$ 2,535.34
05/12/2011 Dkt. #26925	March 1, 2011 – March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00 \$ 1,243.50	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 – April 30, 2011	\$ 17,471.25	\$ 2,475.77	\$ 13,977.00 \$ 3,494.25	\$ 2,475.77
06/30/2011 Dkt. #27196	May 1, 2011 – May 31, 2011	\$ 3,720.00	\$ 493.40	\$ 2,976.00 \$ 744.00	\$ 493.40
08/04/2011 Dkt. #27374	June 1, 2011 – June 30, 2011	\$ 7,965.00	\$ 1,067.51	\$ 6,372.00 \$ 1,593.00	\$ 1,067.51
08/31/2011 Dkt. #27534	July 1, 2011 – July 31, 2011	\$ 7,597.50	\$ 989.49	\$ 6,078.00 \$ 1,519.50	\$ 989.49
10/04/2011 Dkt. #27716	August 1, 2011 – August 31, 2011	\$ 6,483.75	\$ 851.59	\$ 5,187.00 \$ 1,296.75	\$ 851.59
11/14/2011 Dkt. #27939	September 1, 2011- September 30, 2011	\$ 15,104.64	\$ 4,604.40	\$ 12,083.71 \$ 3,020.93	\$ 4,604.40

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period
(Continued):**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses
12/15/2011 Dkt. #28163	October 1, 2011 – October 31, 2011	\$ 3,735.00 Reduction- \$ 573.75	\$ 2,705.74	\$ 2,988.00 \$ 173.25	\$ 2,705.74
01/25/2012 Dkt. #28414	November 1, 2011- November 30, 2011	\$ 3,450.00 Reduction- \$ 510.00	\$ 448.50	\$ 2,760.00 \$ 180.00	\$ 448.50
2/21/2012 Dkt. #28556	December 1, 2011- December 31, 2011	\$ 2,598.75 Reduction- \$ 150.00	\$ 337.84	\$ 2,079.00 \$ 369.75	337.84
3/9/2012 Dkt. #28647	January 1, 2012- January 31, 2012	\$ 3,435.00	\$ 449.79	\$ 2,748.00	\$ 449.79
4/17/2012 Dkt. #28788	February 1, 2012- February 29, 2012	\$ 7,451.25	\$ 978.82	\$ 5,961.00	\$ 978.82
5/4/2012 Dkt. #28879	March 1, 2012 – March 31, 2012	\$ 4,796.25	\$ 627.60	\$ 3,837.00	\$ 627.60
6/1/2012 Dkt. #29011	April 1, 2012- April 30, 2012	\$ 2,812.50	\$ 368.23	Pending	Pending
7/5/2012 Dkt. #29195	May1, 2012- May 31, 2012	\$ 3,236.25	\$ 420.71	Pending	Pending

Fee Detail by Professional for the Period of June 1, 2012, through June 30, 2012:

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate² (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 24 Years; 1988	\$525.00	4.05	\$ 2,126.25
Matthew G. Moloci	Partner, 14 Years; 1998	\$450.00	0.00	0.00
Cindy Yates	Law Clerk, 30 Yrs.	\$120.00	3.00	\$ 360.00
Grand Total			7.05	\$ 2,486.25
Blended Rate				\$ 352.66
Blended Rate (excluding Law Clerk time)				\$ 525.00

² Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

Monthly Compensation by Matter Description for the Period of June 1, 2012, through June 30, 2012:

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	4.65	\$ 1,631.25
11 - Fee Applications, Applicant	0.25	\$ 131.25
12 – Fee Applications, Others	0.00	0.00
14 – Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 – Other	2.15	\$723.75
TOTAL	7.05	\$ 2,486.25

Monthly Expense Summary for the Period June 1, 2012, through June 30, 2012:

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		0.00
Travel – Meals		0.00
Travel – Accommodations		0.00
Travel – Airline		0.00
Travel – Taxi & Parking		0.00
Long Distance Calls		0.00
Harmonized Sales Tax (HST) 13%		\$ 323.21
TOTAL		\$ 323.21

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for June 1, 2012, through June 30, 2012, (this “Monthly Fee Statement”)³ pursuant to the Modified Order Granting The Canadian ZAI

³Applicant’s Invoice for June 1, 2012, through June 30, 2012, is attached hereto as **Exhibit A**.

Claimants' Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before August 30, 2012, at 4:00 p.m. (prevailing Eastern Time) (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period June 1, 2012, through June 30, 2012, an allowance be made to Scarfone Hawkins LLP for

compensation in the amount of CDN \$2,486.25 and actual and necessary expenses in the amount of CDN \$323.21 (Includes 13% Harmonized Sales Tax) for a total allowance of CDN \$2,809.46; Actual Interim Payment of CDN \$1,989.00(80% of the allowed fees) and reimbursement of CDN \$323.21 (100% of the allowed expenses) be authorized for a total payment of CDN \$2,312.21; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: August 8, 2012

Respectfully submitted,

By: /s/ Daniel K. Hogan
Daniel K. Hogan (DE Bar No. 2814)
THE HOGAN FIRM
1311 Delaware Avenue
Wilmington, Delaware 19806
Telephone: 302.656.7540
Facsimile: 302.656.7599
Email: dkhogan@dkhogan.com

**Counsel to the Representative Counsel as Special
Counsel for the Canadian ZAI Claimants**

EXHIBIT A

W.R. GRACE & CO., et al.
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION
DATE:
June 30, 2012
OUR FILE NO: 05L121

Scarfone Hawkins LLP
BARRISTERS AND SOLICITORS
ONE JAMES STREET SOUTH
14TH FLOOR
P.O. BOX 926, DEPOT #1
HAMILTON, ONTARIO
L8N 3P9
TELEPHONE
905-523-1333
TELEFAX
905-523-5878

H.S.T. REGISTRATION NO. **873984314 RT – 0001**

CANADIAN ZAI MONTHLY FEE APPLICATION
(June 1, 2012 – June 30, 2012)

DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
06 /01/12	receipt of and respond to claimant inquiries re: status of U.S. appeals	DT	\$525.00	0.25	\$131.25
06 /01/12	receipt Karen Harvey emails and follow-ups	DT	\$525.00	0.25	\$131.25
06 /01/12	deal with class member inquiries and follow-ups on status of settlement and U.S. appeals	DT	\$525.00	0.25	\$131.25
06 /04/12	receipt of and respond to inquiries from claimants re: status of U.S. appeals and Canadian settlement, email to Careen Hannouche and memo to Matt Moloci	DT	\$525.00	0.40	\$210.00
06 /05/12	receipt of and respond to class member inquiries re: status of US appeals, memo to BS, consider update to website content	DT	\$525.00	0.40	\$210.00
06 /05/12	receipt Careen Hannouche email re possible meeting	DT	\$525.00	0.10	\$52.50
06 /06/12	receipt of and respond to class member inquiries, etc.	DT	\$525.00	0.25	\$131.25
06 /07/12	receipt of and deal with various class member inquiries re: status of US appeals and Canadian settlement	DT	\$525.00	0.25	\$131.25
06 /07/12	receipt and review email from David Thompson with respect to update of website content, prepare content for website, update new content to website	LC	\$120.00	1.00	\$120.00
06 /11/12	receipt of and respond to class member inquiries as to status of US appeals and Canadian settlement	DT	\$525.00	0.25	\$131.25
06 /13/12	receipt of and respond to class member inquiries, etc., re: status of Canadian settlement	DT	\$525.00	0.25	\$131.25
06 /15/12	receipt of and respond to class member inquiries re: status of US appeals and Canadian ZAI settlement	DT	\$525.00	0.25	\$131.25

06 /19/12	receipt Careen Hannouche letter, review Dan Hogan account, etc., memo to Matt Moloci, memo to Cindy Yates, letter to Careen Hannouche	DT	\$525.00	0.35	\$183.75
06 /19/12	receipt Karen Harvey email and memo to Cindy Yates re disallowed fees	DT	\$525.00	0.10	\$52.50
06 /21/12	emails to and from Lauren Campbell, Karen Harvey and Dan Hogan re status	DT	\$525.00	0.25	\$131.25
06 /22/12	emails to and from Lauren Campbell regarding status of matters	DT	\$525.00	0.10	\$52.50
06 /26/12	memos to and from Cindy Yates, discuss with Cindy Yates monthly application, memo to Matt Moloci re status of matters	DT	\$525.00	0.25	\$131.25
06 /29/12	emails to and from Lauren Campbell	DT	\$525.00	0.10	\$52.50
06 /30/12	review dockets for period June 1, 2012 to June 30, 2012, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Lauren Campbell and Karen Harvey enclosing monthly fee application for the period of June 1,2012 to June 30,2012	LC	\$120.00	2.00	\$240.00
SUB-TOTAL				7.05	\$2,486.25

TIMEKEEPER	ID	HOURS	RATE	TOTAL	PLUS 13% H.S.T
DAVID THOMPSON 25 years	DT	4.05	\$525.00	\$2,126.25	\$276.41
LAW CLERK Cindy Yates 30 years	CY	3.00	\$120.00	\$360.00	\$46.80
SUB-TOTAL:		7.05		\$2,486.25	\$323.21
TOTAL FEES AND TAXES:	\$2,809.46				

TOTAL FEES AND APPLICABLE TAXES:	\$2,809.46
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THIS IS OUR FEE APPLICATION,
Per:

SCARFONE HAWKINS LLP
E. & O.E.

*Del. Bankr. LR 2016-2(e)(iii) allows for
\$.10 per page for photocopies.

EXHIBIT B

CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)

PROVINCE OF ONTARIO :
: SS
TOWN OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the AFirm@).

2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").

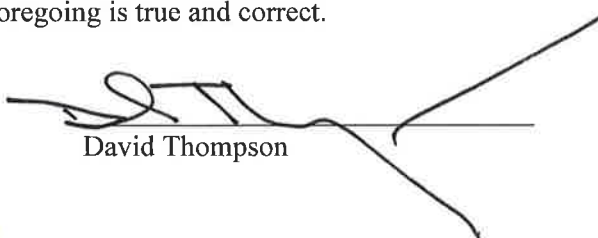
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.

4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.

5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.

6. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.


David Thompson

SWORN AND SUBSCRIBED

Before me this 7th day of August 2012.


Notary Public

My Commission Expires: _____

Michael B. Stanton
Lawyer